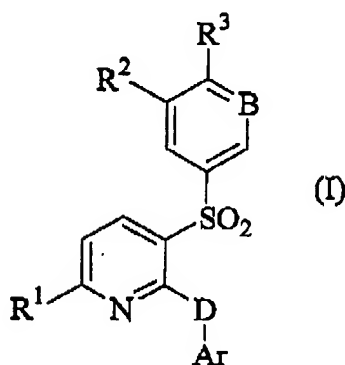


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Amendments to the claims

1. (currently amended) A compound of Formula (I)



or a pharmaceutically acceptable salt or solvate thereof,

wherein

B is ~~CH~~-~~or~~-N;

D is ~~CH₂~~-~~or~~-NH;

R¹ is selected from the group consisting of H, -CN, C₁₋₄ alkyl, C₃₋₇ cycloalkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ alkoxy and N(C₁₋₄ alkyl)₂ optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo, C₁₋₄ haloalkyl and C₁₋₄ alkoxy;

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R^2 is selected from the group consisting of H, halo, -CN, hydroxy, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-7} cycloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkyl, $-NR^4R^6$, $-C_{1-6}alkylNR^4R^6$, $-C_{1-6}alkylOR^6$, CO_2R^6 , O_2CR^6 , COR^6 , CON^4R^6 , $NR^4CO_2R^6$, $NR^4SO_2R^6$, NR^4COR^6 , $CONR^4R^6$ and $NR^4CONR^5R^6$; optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo, C_{1-4} haloalkyl, C_{1-4} alkoxy, CO_2C_{1-4} alkyl or phenyl; or

R^2 is allyloxy, benzyloxy, or (pyridinyl)methoxy where benzyloxy and (pyridinyl)methoxy are substituted with 0-2 substituents selected from the group consisting of halo and C_{1-6} alkoxy;

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~~R² is morpholinyl, thiomorpholinyl, piperadinyl, piperazinyl, phenyl, pyridyl, pyrimidinyl, triazinyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, pyrrolidinyl, dihydroimidazolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl and indazolyl, independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C₁₋₆ alkyl, C₁₋₄ alkoxy, C₁₋₄ alkyl, C₃₋₆ cycloalkyl, OR⁴, halo, C₁₋₄ haloalkyl, -CN, SH, -S(O)₂R⁵, -COR⁴, -CO₂R⁴, -OC(O)R⁵, -N(COR⁴)₂, -NR⁴R⁷ and -CONR⁴R⁷, -NR⁴COR⁵, -NR⁴SO₂R⁵, -NR⁴CONR⁵R⁷ or -NR⁴CO₂R⁵,~~

R³ is selected from the group consisting of H, halo, -CN, hydroxy, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₇ cycloalkyl, C₁₋₆ alkoxy, C₁₋₆ haloalkyl, -NR⁴R⁶, -C₁₋₆alkylNR⁴R⁶, -C₁₋₆alkylOR⁶, CO₂R⁶, O₂CR⁶, COR⁶, CON⁴R⁶, NR⁴CO₂R⁶, NR⁴SO₂R⁶, and NR⁴COR⁶, ~~OCONR⁴R⁶, and NR⁴CONR⁵R⁶;~~

optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, CO₂C₁₋₄ alkyl, or phenyl ~~or naphthyl~~; or

R³ is allyloxy, (pyridinyl)methoxy, (3,5-dichloropyridinyl)methoxy, (2-methylthiazolyl)methoxy, phenyl, or 2-methoxyphenyl; or

R³ is benzyloxy substituted with 0-2 substituents selected from the group consisting of halo, C₁₋₆alkyl, C₁₋₆alkoxy, cyano, carbomethoxy, acetoxy, and nitro;

~~R² is morpholinyl, thiomorpholinyl, piperadinyl, piperazinyl, phenyl, pyridyl, pyrimidinyl, triazinyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, pyrrolidinyl,~~

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~~dihydroimidazolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl and indazolyl, independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₁₋₄ alkoxy-C₁₋₄ alkyl, -OR⁴, halo, C₁₋₄ haloalkyl, -CN, -SH, -S(O)₂R⁵, -COR⁴, -CO₂R⁴, -OC(O)R⁵, -N(COR⁴)₂, -NR⁴R⁷ and -CONR⁴R⁷, -NR⁴COR⁵, -NR⁴SO₂R⁵, -NR⁴CONR⁵R⁷ or -NR⁴CO₂R⁵.~~

Ar is selected from the group consisting of phenyl, indanyl, and indenyl, ~~pyridyl, pyrimidinyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, pyrrolidinyl, dihydroimidazolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl, indazolyl, indolinyl, benzoxazolin-2-on-yl, benzedioxolanyl and benzedioxane,~~ independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₁₋₄ alkoxy-C₁₋₄ alkyl, -OR⁴, halo, C₁₋₄ haloalkyl, -CN, -NO₂, -SH, -S(O)₂R⁵, -COR⁴, -CO₂R⁴, -OC(O)R⁵, -N(COR⁴)₂, -NR⁴R⁷ and -CONR⁴R⁷, -NR⁴COR⁵, NR⁴SO₂R⁵, NR⁴CONR⁵R⁷, and NR⁴CO₂R⁵;

R⁴, R⁵ and R⁷ are independently selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyl-C₃₋₆ alkyl, C₁₋₂ alkoxy-C₁₋₄ alkyl and C₁₋₄ haloalkyl; and

R⁶ is selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyl-C₁₋₆ alkyl, C₁₋₂ alkoxy-C₁₋₂ alkyl, C₁₋₄ haloalkyl, phenyl and C₁₋₆ alkyl-phenyl.

2. (cancelled)

3. (cancelled)

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4. (original) A compound according to claim 1 wherein R^1 is C_{1-4} alkyl.
5. (original) A compound according to claim 1 wherein R^2 is H, halo, hydroxy, C_{1-6} alkyl, C_{1-6} alkoxy, morpholinyl, piperazinyl or phenyl.
6. (original) A compound according to claim 1 wherein R^3 is H, halo, -CN, hydroxy, C_{1-6} alkyl, C_{2-6} alkynyl, C_{1-6} alkoxy, C_{1-6} haloalkyl, $-NR^4R^6$, morpholinyl, piperazinyl or phenyl.
7. (currently amended) A compound according to claim 1 wherein Ar is phenyl, ~~pyridyl, pyrimidinyl, imidazolyl, thiazolyl, pyrrolidinyl, dihydroimidazolyl~~ independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C_{1-6} alkyl, $-OR^4$, halo, -CN, $-NO_2$, $-CO_2R^4$.
8. (original) A compound according to claim 1 wherein R^4 , R^5 and R^7 are independently H or C_{1-6} alkyl.
9. (original) A compound according to claim 1 wherein R^6 is H.
10. (currently amended) A compound according to claim 1 wherein B is CH; D is NH; R^1 is C_{1-4} alkyl; R^2 is H, halo, hydroxy, C_{1-6} alkyl, C_{1-6} alkoxy, morpholinyl, piperazinyl or phenyl; R^3 is H, halo, -CN, hydroxy, C_{1-6} alkyl, C_{2-6} alkynyl, C_{1-6} alkoxy, C_{1-6} haloalkyl, $-NR^4R^6$, morpholinyl, piperazinyl or phenyl; Ar is phenyl, ~~pyridyl, pyrimidinyl, imidazolyl, thiazolyl, pyrrolidinyl, dihydroimidazolyl~~ independently and optionally substituted with 1 to 4 substituents

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selected from the group consisting of H, C₁₋₆ alkyl, -OR⁴, halo, -CN, -NO₂, -CO₂R⁴; R⁴, R⁵ and R⁷ are independently H or C₁₋₆ alkyl; and R⁶ is H.

11. (original) {3-[4-(2-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(4-methoxy-2-methylphenyl)-amine;

(2-Chloro-5-fluoro-4-methoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

2-Chloro-5-fluoro-N¹-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-N⁴,N⁴-dimethylbenzene-1,4-diamine;

(4,5-Dimethoxy-2-methylphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4-difluoromethoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4,5-dimethoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4-methanesulfonylphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

5-Chloro-2-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-ylamino}-benzonitrile;

{3-[4-Methoxybenzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenol;

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[3-(4-Benzoyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Allyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

4-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-butyronitrile;

5-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-pentanenitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-propan-1-ol;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-acetic acid ethyl ester;

2-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-butyric acid methyl ester;

{6-Methyl-3-[4-(pyridin-2-ylmethoxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,6-Dichloropyridin-4-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

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{6-Methyl-3-[4-(2-methylthiazol-4-ylmethoxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(4-Fluorobenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

4-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzonitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzonitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzoic acid methyl ester;

{3-[4-(3-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

2-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzonitrile;

{6-Methyl-3-[4-(2-nitrobenzyloxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(3,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

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{3-[4-(2,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,3-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,3-Difluorobenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2-Fluoro-6-nitrobenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

1-(4-Fluoro-3-(4-[6-methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl)-phenyl)-ethanone;

{3-[4-(2,6-Dimethylbenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

[3-(3-Chloro-4-fluorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dimethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dimethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dichlorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

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[6-Methyl-3-(toluene-4-sulfonyl)-pyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Isopropylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[6-Methyl-3-(4-trifluoromethoxybenzenesulfonyl)-pyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Fluorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Bromobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethynylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(Biphenyl-4-sulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(2'-Methoxybiphenyl-4-sulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-methanol;

(6-Methyl-3-{4-[(2,4,6-trimethylphenylamino)-methyl]-benzenesulfonyl}-pyridin-2-yl)-(2,4,6-trimethylphenyl)-amine;

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4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-benzaldehyde;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-phenyl-methanol;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-phenyl-methanone;

Acetic acid 4-[6-methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-benzyl ester;

[3-(3-Methoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

3-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenol;

[3-(3-Ethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3-Allyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3-Benzyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

{3-[3-(4-Fluorobenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(3-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

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{3-[3-(3,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(6-Chloropyridin-3-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(2,6-Dichloropyridin-4-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

(2,4-Dimethylphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine;

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(4-methoxy-2-methylphenyl)-amine;

(2,4-Dimethoxyphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine;

(2-Chloro-4-methoxyphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine; or

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,5-trimethylphenyl)-amine or pharmaceutically acceptable salts or solvates thereof.

12. (original) A pharmaceutical composition of a compound according to claim 1.

13. (withdrawn) A method of treating depression or anxiety comprising a pharmaceutical composition of a compound of claim 1.